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DAVID M. PRICHARD

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February 22, 2006

Kathleen Farrell-Willoughby  
Clerk  
U.S. Bankruptcy Court  
Southern District of New York  
One Bowling Green  
New York, NY 10004

RE: Cause No. 05-4481 (RDD); In Re Delphi Corporation, et al., Debtors  
Chapter 11

Dear Ms. Willoughby:

Enclosed are the original and five copies of Affidavit of Legal Ordinary Course Professional for regarding the above-captioned matter. Please file the original among the other papers of this cause and return a file-marked copy to the undersigned in the pre-addressed and postage-paid envelope which is also enclosed.

Thank you for your assistance. Should you have any questions, please do not hesitate to contact me.

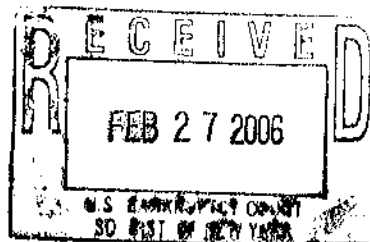
Sincerely,

David M. Prichard

DMP/jmg/#114856.1  
ENCLOSURES

ALL VIA U.S. FIRST CLASS MAIL

cc: Delphi Corporation  
Skadden, Arps, Slate, Meagher & Flom  
U.S. Trustee  
Latham & Watkins



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Simpson Thacher & Bartlett, LLP  
Davis Polk & Wardwell  
Nancy D. Tribble



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

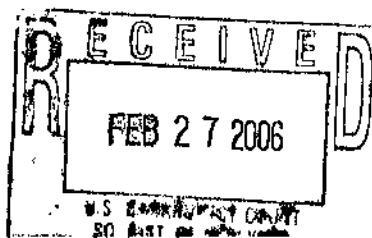
----- x  
In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
----- x

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF TEXAS )  
 ) ss: 465-98-3556  
COUNTY OF BEXAR )

David M. Prichard, being duly sworn, deposes and says:

1. I am a principal of Prichard, Hawkins, McFarland & Young, LLP ("PHMY") which firm maintains offices at 10101 Reunion Place, Suite 600, San Antonio, Texas 78216.
2. Neither I, "PHMY", nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. "PHMY", has represented and advised the Debtors in litigation with respect to a broad range of aspects of the Debtors' businesses.
4. The Debtors have requested, and "PHMY" has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and "PHMY" proposes, to render the following services to the Debtors: **Legal Services**
5. "PHMY"'s current fees arrangement is on an hourly basis for time incurred plus expenses.
6. Except as set forth herein, no promises have been received by "PHMY" or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of



Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. "PHMY" has no agreement with any entity to share with such entity any compensation received by "PHMY".

8. "PHMY" and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. "PHMY" does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, "PHMY", nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which "PHMY" is to be engaged.

10. The foregoing constitutes the statement of "PHMY" pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

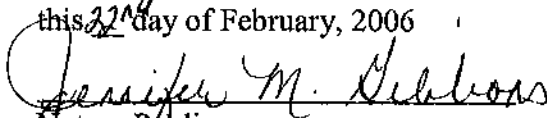
FURTHER AFFIANT SAYETH NOT

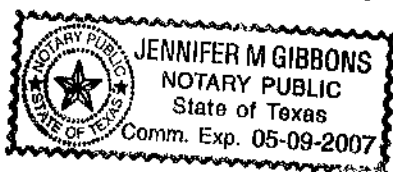
  
David M. Prichard

for

Prichard, Hawkins, McFarland & Young, LLP

Subscribed and sworn before me  
this 22<sup>nd</sup> day of February, 2006

  
Notary Public



CERTIFICATE OF SERVICE

David M. Prichard, Senior Partner, hereby certifies that on February 22, 2006, served a copy of the Affidavit of Legal Ordinary Counsel Professional, upon the following interested parties via first class mail:

Delphi Corporation  
Attention: General Counsel  
5725 Delphi Drive  
Troy, MI 48098  
U.S.A.

Latham & Watkins  
Attention: Mark A. Broude, Esq.  
885 Third Avenue  
New York, N.Y. 10022  
U.S.A.

Skadden, Arps, Slate, Meagher & Flom  
Attention: John W. Butler, Jr., Esq.  
333 West Wacker Drive  
Suite 2100  
Chicago, IL 60606  
U.S.A.

Simpson Thacher & Bartlett LLP  
Attention: Marissa Wesley, Esq.  
425 Lexington Avenue  
New York, N.Y. 10017  
U.S.A.

United States Trustee  
Attention: Alicia M. Leonhard, Esq.  
33 Whitehall Street  
Suite 2100  
New York, N.Y. 10044  
U.S.A.

Davis Polk & Wardwell  
Attention: Marlane Melican, Esq.  
450 Lexington Avenue  
New York, N.Y. 10017  
U.S.A.

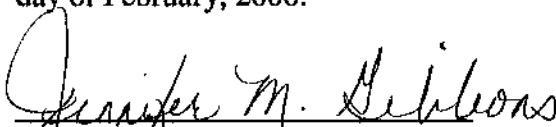
Dated February 22, 2006



David M. Prichard  
for

Prichard, Hawkins, McFarland & Young, LLP,  
10101 Reunion Place, Suite 600  
San Antonio, Texas 78216  
210 477-7400

Sworn before me this 22<sup>nd</sup>  
day of February, 2006.

  
Notary Public